



WHERE TRADITION MEETS TOMORROW

Temple Beth El

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**BY-LAWS OF
TEMPLE BETH
EL OF FORT
MYERS,
FLORIDA, INC.**

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a.k.a.
TEMPLE BETH EL**

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The members of Temple Beth El of Fort Myers, Florida, Inc., also known as Temple Beth El ("Temple" or "Congregation") adopt for their government the following By-Laws, hereby abrogating and annulling all others:

PREAMBLE

Mission: The purpose of this Temple is to maintain a congregation devoted to the principles of Reform Judaism and to ensure the continuity of the Jewish people. These By-Laws have been written as a means of governing this Temple with the belief and understanding of the Congregation that full participation from our diverse and broad-based membership will enable us to fulfill this mission.

Goal: In the spirit of Reform Judaism, and with the belief in our future as an active and progressive community of Jews, it shall continue to be the goal of this Congregation to develop a relationship with God through communal worship, study of Torah, and assembly; to provide an institutional framework for Jewish culture; to provide Jewish historical, cultural and ceremonial knowledge to children, youth and adults; to apply the principles of Reform Judaism to the values and conduct of the individual, the family and our society.

ARTICLE 1: NAME

Temple Beth El of Fort Myers, Florida, Inc. shall be known as Temple Beth El (hereafter referred to as the "Temple") located in Fort Myers, Florida.

ARTICLE II: REFORM JUDAISM

Guidance for Religious Practice: This Temple shall interpret Judaism in the context of Reform Judaism.

- A. **Affiliation:** This Temple shall continue to affiliate itself with the Union for Reform Judaism (URJ) or any successor organization, unless disassociation is recommended by the Board and approved by a Super Majority of the members of the Congregation.

ARTICLE III: MEMBERSHIP

- A. Unit of Membership: For the purposes of dues and assessments and entitlement to member benefits, the unit of membership shall be Single Member Household or Multiple Member Household. A Multiple Member Household consists of an adult single parent with unmarried children under thirty (30) years of age or two adults with or without unmarried children under thirty (30) years of age. An “adult” for the purpose of these By-Laws shall be a person eighteen (18) years of age or older.

- B. Qualifications and Admission for Membership: Any person who meets one of the following prerequisites is eligible for Temple membership:
 - 1. A person who is Jewish by birth, either through matrilineal or patrilineal descent, or by conversion;

 - 2. A person who is not Jewish but supports the Jewish beliefs, practices and Temple involvement of their Jewish spouse, committed partner, or children;

 - 3. A person, regardless of faith, who was previously part of a Temple member family unit and now agrees to support the mission of Temple Beth El;

 - 4. A person who continues Temple membership from the time these By-Laws are adopted.

C. Membership Status

1. Good Standing: A member shall be in "good standing" when the member has met his/her/their financial obligations to the Temple and has abided by these By-laws. Hereafter the term "member" or "members" shall refer to member or members in good standing.
2. Annual membership dues and other assessments shall be billed and be due and payable in a manner deemed appropriate by the Board.
3. Those who have already achieved lifetime membership status shall retain that designation.
4. Honorary membership, without voting privileges, will be conferred to all members of the clergy.

ARTICLE IV: MEETINGS OF THE CONGREGATION

A. Procedure for Meetings

1. Quorum: The quorum for a Congregational meeting in this article shall be five (5%) percent of the total number of member units entitled to vote and can be represented by at least one member of the member unit, (membership unit as defined in Article III as a single or multiple household.) Proxies shall be considered for purposes of a quorum, provided, however, for any action required to be taken by a Super-Majority of the members of the Congregation, a quorum shall be ten (10%) percent of the total number of member units entitled to vote (including proxies);
2. Eligibility: All eligible adult members present at meetings including those by proxy (see below), shall be entitled to vote;
3. Vote Required: A vote on any matter shall be deemed to have passed when a majority of the members present, in person or by proxy vote in favor thereof, unless otherwise provided for in these By-laws and a vote requiring a Super Majority will be deemed have passed if seventy-five percent (75%) of the members present, in person or by proxy vote in favor thereof;
4. Notice: Every membership unit shall be notified either in writing by first class U.S. mail or email, at the member's last known address postmarked at least fourteen (14) days before any meeting, unless otherwise provided for in these By-laws. Members are responsible for keeping their addresses current with the Temple office;

5. Agenda: An agenda for all meetings in this Article shall be determined by the President, and shall be included with the scheduling notice to membership units, unless otherwise provided for in these By-Laws. The agenda shall include those issues or matters to be voted upon by the membership at the meeting and shall include a listing of those members nominated as Officers and Trustees.

6. Procedures/Rules: All rules and procedures relating to the conduct of Congregational, Special meetings and meetings of the Board of Trustees, including but not limited to motions, order of business and the manner in which such meetings are to function shall be accordance with these By-laws and Robert's Rules of Order as revised. The enforcement and administration of these rules shall be by the President and Parliamentarian.

All votes shall be by show of hands or secret ballot, as determined by the President, except as otherwise provided in Article V: election of officers and trustees and Article XI: Clergy.

- B. Congregational Meetings: There shall be one Congregational annual meeting each year, during period October 1st to December 31st of each calendar year, the Board shall determine the specific time, date and place of this meeting. Business to be conducted at the annual meeting shall include: a report on the state of Temple Beth-El, the voting for members of the Board and Officers, a report on Temple Beth-El's finances, and such other business as may be placed on the agenda by the Board. In addition there will be two (2) town hall type Congregational meetings per calendar year to be held as determined by the Board from time to time, these town hall meetings will be noticed as if they were special meetings and unless otherwise noticed, shall be open to all topics, but not require any voting.
- C. Special Meetings: Special meetings of the Congregation may be called by the Board or upon a signed written petition of members based on a number representing at least twenty-five percent (25%) of membership units entitled to vote. Notification shall be by U.S. mail, first class, post marked at least fourteen (14) days before the meeting. The purpose of the meeting shall be included in the notification in lieu of an agenda. No other business shall be conducted at this meeting.
- D. Proxy and Mail-In Voting.
1. Purpose of the Proxy: All members are encouraged to attend meetings, participate in discussions, and to vote on matters presented. These procedures are designed to accommodate those members who are unable to attend meetings;
 2. Proxy Procedure: An adult member may designate in writing, signed and dated by the member or another adult member to vote on behalf of the signer of the proxy on any or all issues presented for vote at any of the meetings described in this article. The

proxy holder may be designated for only four (4) proxies per meeting. The proxy shall clearly state the name of the member who shall vote and the date of the meeting on a form provided by the Parliamentarian. Said proxy shall be fully completed, signed, and presented, in a sealed envelope, to the Parliamentarian or his/her designee for validation at least 24 hours prior to the start of the meeting. Proxies will not be accepted at the time of the meeting.

ARTICLE V: NOMINATING COMMITTEE, ELECTION OF OFFICERS AND TRUSTEES

- A. Nominating/Leadership Development Committee (“Nominating Committee”): The following shall apply to all years subsequent to the adoption of these By-Laws. The Nominating Committee will be composed of five (5) members as follows: the Immediate Past President if willing or a previous past president that is selected by the Board if the Immediate Past President is unwilling or unable to serve for any reason; two (2) individuals selected by the Board; and two (2) members selected by the Council of Committees. A member of the Nominating Committee having a full two (2) year term shall be elected chair by a majority in number vote of the members of the Nominating Committee. The chair will serve a two (2) year term.
- B. The five (5) Nominating Committee members shall serve staggered two (2) year terms with a maximum of four (4) years. Of the initial slate of Nominating Committee members that are selected by the Board, one shall serve a one year term and the other a two (2) year term. Thereafter all members of the Nominating Committee selected by the board, shall have two (2) year terms. Other members of this committee, will rotate as their respective terms of office expire.
- C. The Nominating Committee will:
 - a. Track and evaluate committee members for potential placement on Board.
 - b. Select eligible individuals to serve on the Board who are willing to approach decisions in an inclusive manner, to focus on outreach to the Congregation, and who seek the very best potential Board members.
 - c. Design in conjunction with the President training for the Board and new Board member onboarding.
 - d. Design Board member evaluations (e.g., self-evaluation, full Board evaluation by the Board and full Board evaluation by the Congregation).
 - e. Recommend Officer and Board member replacements, due to removal for cause or resignation and present to the Board for approval.

- f. Prepare a Slate of recommended eligible Officers and Board members for election by the Congregation at the annual meeting, the slate of Trustees and Officers shall be included in the notice of the annual meeting of the Congregation.
- D. Voting Process: The Board shall inform the Congregation by either email or conventional mail postmarked no later than fourteen (14) days prior to the annual meeting the slate of candidates for Trustees and Officers. Candidates for each position shall be listed alphabetically. The Board shall include such information as the qualifications and experience of each candidate as the Board determines reasonable. The members of the Congregation shall elect the Officers and Directors at the annual meeting.
- E. Eligibility for Officer and Trustee: To be a Board Trustee and/or Officer, such candidate must be a member in good standing (as provided for in Article III, Section C, Paragraph 1); provided however, to be President, the candidate must also be Jewish. Members who are paid to provide goods or services to Temple Beth-El, cannot serve as an elected member on the Board (or chair a committee) but can serve as an ex-officio member at the direction of the President. Officers shall be selected from the then sitting Trustees if possible.
- F. Term of Office: Each officer shall be elected for a two-year term. The Term of office begins the first day of the fiscal year following each election. The President, Treasurer, and Secretary will be elected in even numbered years beginning in 2020. In addition, there will be four (4) members-at-large, each serving a two year term. The initial members-at-large, will be elected by the board so that two will serve for one year and two for two years thus creating staggered participation.
- G. Term limits: With the exception of the President, no person may serve for more than two (2) consecutive terms in the same Officer capacity and with the exception of the President, no Trustee shall serve as Trustee for more than three (3) consecutive terms in any capacity. The President may have his or her tenure extended for an additional term of one year each for a total of two additional terms (thus the President may be elected to the office for a 7th year and again for an 8th year) and would continue during those additional terms as a Trustee. Officers are simultaneously considered Trustees (and included in the number of Trustees) for all purposes provided for in these By-Laws.
- H. Vacancies: All vacancies created for any reason during the term of each respective Board position or for lack of a candidate as described in paragraph B above, shall be filled by the President (at the time the vacancy exists) with the advice of the Nominating Committee and confirmed by the Board.

ARTICLE VI: BOARD OF TRUSTEES

- A. Number and Designation of the Board of Trustees. The Board (hereinafter referred to as “The Board”) shall consist of seven (7) voting members and the Senior Rabbi shall serve as

a non-voting ex officio member of the Board (and all standing committees). Officers shall be elected from among the Trustees.

- B. Election and Term. All Trustees and Officers shall be elected or appointed in accordance with Article V above.
- C. Powers and Duties are as follows:
 - 1. The Board controls all aspects of the business of the Temple. The Board may delegate specific authority and responsibilities, from time to time, to committees, Officers, or staff as it deems appropriate. Conduct all business except that which requires congregational approval, including hiring of all staff, with the exception of the Senior Rabbi.
 - 2. The Board will be authorized to recommend to the congregation the hiring and/or renewal of the Senior Rabbi (which Senior Rabbi, but not the terms of the Senior Rabbi's contract, must be approved by a Super Majority of the members of the Congregation).
 - 3. The Board identifies strategic issues and delegates to appropriate committee/task force for action or recommendation.
 - 4. The Board establishes policies.
 - 5. A Trustee may be removed by the Board for cause by an affirmative vote of five (5) Trustees.
 - 6. The Board will be authorized to terminate the Senior Rabbi for cause without congregational approval.
 - 7. Except as noted below, the following actions are subject to approval by a 2/3 Majority vote (67%) of the members of the Congregation upon the Board or committee recommendations:
 - i. Election of the Officers and Trustees at the Annual Meeting (simple majority).
 - ii. Approval of the hiring of the Senior Rabbi within budgetary means and within the accepted norms of the URJ/CCAR or termination without cause of the Senior Rabbi.
 - iii. Change of religious affiliation (i.e., change from URJ).
 - iv. Purchase or sale of real property or sale of substantially all of the assets of the Temple.
 - v. Dissolution of the corporate entity.

vi. Revision and approval of bylaws (subject to Article XIII below).

All other decisions can be made by the Board or a designated committee or task force depending on charge and delegated by Board.

8. The Board, and all its committees will always operate in context of sacred partnership with the Senior Rabbi, other clergy, and professionals.

For the purposes of the By-Laws, a “sacred partnership” means a commitment to building and nurturing relationships that elevate the work of leadership to a level of holiness. Sacred partnerships recognize each of us as individuals and our desire to inspire sacred action in our communities. Sacred partnerships are built and nurtured through the Jewish values of mutual respect, trust, honesty, listening and communication, transparency, confidentiality, flexibility, reflection, empathy, and vulnerability.

D. Meetings/Voting. The Board shall meet at least ten (10) times per calendar year at such time and place as determined by the President. Additional Meetings may be called by the President or majority of the Board. Notice of meetings shall be mailed, emailed or otherwise communicated to members at least five (5) days prior to such meeting except in the case of an emergency.

1. A majority of the members of the Board shall constitute a quorum.
2. Except as noted below, for decision making purposes, decisions will be affirmed by vote of four (4) members.
3. Six (6) affirmative votes will be required to terminate the Senior Rabbi for cause, or for decisions that require a congregational vote.
4. Five (5) affirmative votes will be required to remove a Board member for cause (“cause” shall be as determined by the Board upon Five (5) affirmative votes).

E. Electronic-remote participation will be considered identical to physical presence. Provided, however, individual remote participation will be permitted only three (3) times in a year, unless the entire Board meeting is remote, in which case, it will not count towards the limit.

F. Voting by e-mail between Board meetings is permitted and must meet the quorum and decision-making requirement as stated above.

G. Congregational Member Participation:

1. Meetings will be open, with the exception of Executive Session, as defined by the

board.

2. Non-Board members can be invited to speak as either a designated part of the agenda or at the pre-invitation of the President.
- H. Members can request of the President or any of the Trustees, that an agenda item be added to the Board meeting, but have no right to place an item on the agenda. Accordingly, the President or Trustee may place the item on the agenda, reject the item, or redirect the item to an appropriate committee.
 - I. Members can also request that an item be addressed by a committee (provided the chair of said committee may place the item on the agenda, reject the item, or redirect the item to another appropriate committee.
 - J. Members will be encouraged to attend committee meetings, and read Board and committee minutes so that they are fully aware of the business being conducted by the Congregation's governance entities.
 - K. Board and committee minutes (except for Executive Sessions) will be public and made available for members, through either email, or other method selected by the Board.
 - L. The Board will convene Executive Sessions on an as-needed basis. Executive Sessions will be closed to the membership and professionals, unless an individual is specifically invited due to the subject. The Senior Rabbi will be included unless the discussion concerns the Senior Rabbi's contract or performance.

ARTICLE VII: FINANCIAL OBLIGATIONS

- A. **Emergency Expenditures:** The President and/or Treasurer may authorize any expenditure in the event of an emergency without prior approval. In such event, such expenditure shall be reported to the Board at its next meeting for review and approval. For purposes of this paragraph, an emergency is defined as an event or series of events, which place persons and/or property in imminent peril.
- B. **Signing Checks:** All financial obligations, including checks and other negotiable instruments, shall require the signatures of such persons delegated such authority by the Board (which may require multiple signors and/or set dollar amount authority). In the absence of such delegation, either the President or Treasurer has the authority to sign checks. Credit and debit cards, payroll and petty cash accounts may be maintained upon such conditions, as the Board deems appropriate. All checks for Temple organizations that maintain their own checking accounts shall be signed in accordance with their by-laws, regulations and policies.

- C. Legal Documents: Unless otherwise provided by the Board, the President and the Secretary shall be required to co-sign all legal documents that obligate the Temple for more than thirty (30) days and/or more than one percent (1%) of the annual budget. The treasurer may sign such legal documents, in the absence of the secretary.

ARTICLE VIII: OFFICERS

- A. Composition: The officers of the Congregation shall be recommended by the nominating committee to the congregation pursuant to Article V. It is preferable to select officers from the current group of trustees and shall be comprised of the following, a President, Treasurer and Secretary. All officers shall perform all duties as are usually incident to their office including, but not limited to, the duties set forth in these By-Laws, and except for the President, shall report to the President and the Board.
1. President – Convene and conduct meetings, create an agenda prior to each meeting, signatory on all contracts, official spokesperson (with Senior Rabbi), ex-officio on all committees.
 2. Treasurer – Chair of the Finance Committee, prepare and submit budget, signatory on all contracts. Work in partnership with the office professionals around financial issues. Approve any non-budgeted expenditures under \$1,000. Signatory on checks and approval of all expenses.
 3. Secretary – Signatory on contracts and other legal documents that require Secretary’s signature. Coordinate taking of minutes (rotating among Board members), selection and approval of minute’s template, and certifying minutes, coordination of Congregational meetings, and motions.

In addition the Trustees may select from among the Board (including currently serving officers) a President Elect and a Parliamentarian. A Trustee may serve as an Officer and also as President Elect and/or Parliamentarian concurrently. These are not official offices and are not part of the nomination and election process of Trustees or Officers. The President Elect fulfills the role of President when the president is unavailable and shall be the lead liaison with URJ. The Parliamentarian will generally advise the Trustees and Officers and all committee chairs on matters involving parliamentary procedure and By-Laws as it applies to Temple activities. The President Elect and Parliamentarian shall have such other responsibilities as may be prescribed by the Board.

ARTICLE IX: EXECUTIVE COMMITTEE

There shall be no Executive Committee and all powers typically vested in an Executive Committee are exclusively reserved to the Board of Trustees.

ARTICLE X: COMMITTEES\COUNCIL OF COMMITTEES

- A. Purpose: The purpose of committees is to assist the Officers and Trustees in the operations of the Temple and to encourage a wide participation of membership in Temple activities
- B. Standing committees will include Finance, Nominating, and Cemetery. These committees will meet on a regular basis.
- C. Operating Committees
 - 1. Operating Committees are those committees, not named in the bylaws and may be established or disbanded by the President with the approval of the Board. Adult Education, Learning Tree, Membership/Affiliation, Ritual, Mitzvah, Fundraising, Religious School and Garden/Preserve. The Men's Club and Sisterhood will be considered as operating committees. Their existence is determined by the Board, not the bylaws.
- D. Chairs of all committees (not just Standing Committees) must be members of the congregation in good standing, and must come from the committee's membership.
 - 1. Committee Chairs are appointed by the committees. The chair of each committee will be elected at the first meeting of the committee by those committee members that are present. The President and the Senior Rabbi shall be ex officio members of all committees except for those they chair.
 - 2. Operating Committee chairs may serve no more than three, two-year terms, unless specified differently for select committees.
 - 3. Committee chairs cannot serve on the Board (with exception of Treasurer) in order to ensure leadership pipeline.
- E. Members of all committees, with the exception of the Nominating Committee, Men's Club and Sisterhood are appointed by the committee chair in consultation with President, Rabbi and Nominating/LDC within thirty (30) days after their election. Committees shall be in place and prepared to function by the beginning of the new fiscal year. Each committee shall consist of no less than three members including the Chair.
- F. No individual may serve on a committee, with the exception of Sisterhood and Men's Club for any longer than six consecutive years, but may return after one year removed from the committee.
- G. Committee minutes will be circulated to committee members and after approval by the committee, will be submitted to Board's secretary. The official minutes will be kept in a central repository at the congregation.
 - 1. Meetings: Each committee shall meet as determined by its chair.
 - 2. Subcommittees: Each committee may establish a subcommittee whose chair shall be appointed by the committee Chair.
 - 3. Ad hoc Committees: In addition, to the committees expressly provided in these By-Laws, the President with the approval of the Board, shall have the authority to

establish ad hoc Committees deemed necessary or appropriate and appoint or adopt the process for the appointment of its Chair and committee membership. The charter of any ad hoc committee shall be established by the Board at the time of its establishment.

4. Coordination: When committee activities and functions involve a mutual interest or concern of more than one committee, the committees shall coordinate their efforts under the supervision of the President.

H. Finance Committee

1. Consist of a minimum of three committee members, including the treasurer, who will serve as committee chair.
2. The committee members will be named by the Chair in consultation with the President, Senior Rabbi and Nominating/Leadership Development Committee chair.
3. Committee members will serve two-year terms and may serve up to two consecutive terms (no more than a total of four consecutive years, but may return to the committee after being off the committee for at least one year).
4. The Finance Committee will:
 - a. Regularly review and analyze monthly financial statements.
 - b. Develop and/or approve annual budget to be recommended to the Board
 - c. Set in partnership with the Board, or review and approve the financial terms of the Senior Rabbi's contract.
 - d. Present the Temple's financial position at least twice per year to the Board.
 - e. Recommend and approve any and all non-budgeted expenses over \$1,000.
 - f. Ensure there is a minimum of three bids for any un-budgeted expenses over \$3,000.
 - g. Make recommendations to the Board regarding all financial matters

I. Cemetery Committee

1. Have a Chair which shall be selected by the Board.
2. Consist of a minimum of three committee members, including the Chair.
3. The committee members will be named by the Chair in consultation with the President, Senior Rabbi and Nominating/Leadership Development Committee chair.
4. Committee members will serve two-year terms and may serve up to two consecutive terms (no more than a total of four consecutive years, but may return to the committee after being off the committee for at least one year).
5. The Committee shall provide oversight and management regarding the Temple's cemetery space that is appropriate for Jewish burials (whether currently or in the future, whether by ownership, lease or otherwise); including but not limited to the Garden of Memories in Fort Myers (collectively the "Cemetery"). The Cemetery Committee shall:
 - a. Establish its own sales and procedures and membership criteria subject to approval by the Board.

- b. Establish rules, regulations, and fee structures related to use of the Cemetery.
- c. Establish means for raising funds for the Cemetery.
- d. Maintain a separate bank account not commingled with any other Temple funds to be used exclusively, without exception, for Cemetery purposes so long as the Cemetery continues in existence.
- e. Take appropriate actions necessary for the maintenance and beautification of the Cemetery.

J. Council of Committees.

1. The Council of Committees will be composed of the standing (Finance, Cemetery and Nominating Committees), operating committee and ad-hoc committee chairs, the President and Senior Rabbi.
2. The Council of Committees will function as an advisory and consultative body to the Board of Trustees and the Senior Rabbi and be an information sharing and collaborative body amongst themselves.
3. The President of the Board of Trustees will convene and lead the body.
4. All Board of Trustees members are invited to attend Council of Committees meetings on a non-voting, ex-officio basis.
5. The Council of Committees will meet no less than two (2) times per year.
6. The Council of Committees will Select (2) members of the Nominating Committee.

ARTICLE XI: CLERGY

A. Rabbi (also referred to herein as “Senior Rabbi”).

1. The Rabbi shall be the religious leader of the Temple and have the responsibility to teach and exemplify the spiritual, educational and social traditions of Reform Judaism. The specific duties of the Rabbi shall be detailed in a written agreement between the Temple Board of Trustees and the Rabbi. The Rabbi shall have the freedom of the pulpit to preach and teach Judaism. The Rabbi shall report to the President and give reports at all regular Board and Congregational meetings unless excused by the President.
2. The Rabbi shall abide by the guidelines for Rabbinic Congregational Relations of

the Union for Reform Judaism (URJ) and the Central Conference of American Rabbis (CCAR), as may be amended from time to time, except as otherwise provided for by the Board.

B. Assistant Rabbi. The Temple may employ an Assistant Rabbi, whose duties shall be defined by the Rabbi and the Board. Prior to the selection of the Assistant Rabbi, the Rabbi, in consultation with the Board, shall define the areas in which the Assistant Rabbi is to function. The Assistant Rabbi shall be responsible to report to the Rabbi. The duties of the Assistant Rabbi shall be detailed in a written agreement between the Assistant Rabbi and the Temple.

C. Rabbi Emeritus.

The Rabbi Emeritus may be a past rabbi(s) who, after designation as such by the Board, shall have limited rabbinic privileges, as defined from time to time by the Rabbi and Board.

D. Cantor/Cantorial Soloist) ("Cantor").

The Temple may employ a Cantor, whose duties shall be defined by the Rabbi and the Board (e.g., the Cantor may have responsibility for the musical portions of the services, festivals, holidays, musical training and choir). The duties of the Cantor shall be detailed in a written agreement between the Temple and the Cantor, with the advice of the Rabbi. The Cantor shall be responsible to report to the Rabbi.

E. Selection of Clergy. All matter regarding the selection and retention of Clergy are reserved to the Board, subject to approval of the members of the Congregation as provided in these By-Laws.

ARTICLE XII: FISCAL YEAR

The fiscal year is from January 1 to the following December 31. The Board may establish a new fiscal year.

ARTICLE XIII: AMENDMENTS

A. Proposal for amendments to these By-Laws may come from: The Board by majority vote; or any member by a petition signed by twenty-five percent (25%) of the members in good standing. All proposals shall be in writing and shall be reviewed by the Parliamentarian for proper form and procedures and to exclude conflicts with existing By-Laws.

B. Any properly proposed amendment shall be brought before the Congregation at its next

scheduled meeting, if at least twenty (20) days advance notice of the proposed amendment is given in writing to the membership. A special meeting may be called for such amendment to be considered. Approval by the membership by two-third (2/3) of members present at a properly convened meeting is necessary to pass such an amendment (provided, however to modify a provision that requires a Super Majority would be required).

ARTICLE XIV: INDEMNIFICATION

- A. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding because he or she was a trustee, officer, employee, professional staff, Clergy, or agent of the Temple. This indemnification shall apply to expenses (including attorney's fees), judgments, fines and amounts paid in settlement (if approved by the Board of Trustees in advance) and actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed to be acting in the Temple's interests. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the interests of the Congregation, and with respect to any criminal action or proceeding, has no reasonable cause to believe that his/her conduct was unlawful.
- B. The Temple shall attempt to purchase and maintain insurance on behalf of any person(s) who are indemnified by A above.
- C. No officer, employee, or Board member shall take any action or carry on any activity by or on behalf of the Congregation which is prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended, and its rules and regulations pertaining thereto, or prohibited by Section 170(c)(2) of the Internal Revenue Code, as amended.

ARTICLE XV: DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Temple, no officer, trustee, employee, or representative of the Temple shall be entitled, to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held or received by the Temple from any source, after the payment of all debts and obligations of the Temple, shall be distributed in accordance with the applicable provisions of the IRS code as it now exists or is hereafter amended. Moreover, any such use or distribution of the money or property of the Temple shall be in accord with the Temple's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

ARTICLE XVI: MERGER OF TEMPLE EMANU-EL OF LEHIGH ACRES, FLORIDA, INC. WITH TEMPLE BETH EL OF FORT MYERS, FLORIDA, INC.

